

**AMV CAPITAL CORPORATION**  
**CONDENSED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTH PERIOD ENDED OCTOBER 31, 2022**  
**AND OCTOBER 31, 2021**  
**(UNAUDITED)**

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**AMV CAPITAL CORPORATION****CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**(Expressed in Canadian Dollars)

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	October 31, 2022 (Unaudited)	April 30, 2022 (Audited)
<b>ASSETS</b>		
Current		
Cash	\$ 26,492	\$ 100,655
Amounts recoverable	4,707	2,103
	31,199	102,758
Exploration and evaluation assets (Note 5)	218,265	218,265
	\$ 249,464	\$ 321,023
<b>LIABILITIES</b>		
Current		
Accounts payable	\$ 54,245	\$ 5,462
	54,245	5,462
<b>SHAREHOLDERS' EQUITY</b>		
Share capital (Note 6)	604,493	604,493
Contributed surplus	191,187	191,187
Deficit	(600,461)	(480,119)
	195,219	315,561
	\$ 249,464	\$ 321,023

NATURE OF CONTINUANCE OF  
OPERATIONS (Note 1)Approved and authorized for issue on behalf  
of the board on December 19, 2022:

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"Jerry Minni" Director

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"Sean Wang" Director

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**AMV CAPITAL CORPORATION****CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**

(Expressed in Canadian Dollars)

UNAUDITED

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	Three months ended October 31, <u>2022</u>	Three months, ended October 31, <u>2021</u>	Six months ended October 31, <u>2022</u>	Six months, ended October 31, <u>2021</u>
EXPENSES				
Investor communication	\$ 2,908	\$ –	\$ 2,908	\$ –
Office and miscellaneous	328	45	372	85
Professional fees	88,018	17,254	107,715	24,261
Transfer agent and filing fees	3,848	3,416	7,594	5,784
Travel and promotion	1,753	3,781	1,753	3,781
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NET LOSS AND COMPREHENSIVE LOSS OF THE PERIOD	\$ 96,855	\$ 24,496	\$ 120,342	\$ 33,911
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LOSS PER SHARE (basic and diluted)	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.00)
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WEIGHTED AVERAGE NUMBER OF COMMON SHARE OUTSTANDING	12,819,644	12,500,001	12,819,644	12,500,001
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The accompanying notes are an integral part of these condensed interim financial statements

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**AMV CAPITAL CORPORATION****CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**

(Expressed in Canadian Dollars)

UNAUDITED

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	Number of Shares	Amount \$	Contributed Surplus \$	Deficit \$	Total \$
Balances, April 30, 2022	12,819,644	604,493	191,187	(480,119)	315,561
Comprehensive loss for the period	–	–	–	(120,342)	(120,342)
Balance, October 31, 2022	12,819,644	604,493	191,187	(600,461)	195,219
Balances, April 30, 2021	12,500,001	553,645	210,071	(426,410)	337,306
Comprehensive loss for the period	–	–	–	(33,911)	(33,911)
Balance, October 31, 2021	12,500,001	553,645	210,071	(460,321)	303,395

The accompanying notes are an integral part of these condensed interim financial statements

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**AMV CAPITAL CORPORATION****CONDENSED INTERIM STATEMENTS OF CASH FLOWS**

(Expressed in Canadian Dollars)

UNAUDITED

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	<b>Six months ended October 31, <u>2022</u></b>	<b>Six month ended October 31, <u>2021</u></b>
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss for the period	\$ (120,342)	\$ (33,911)
Changes in non-cash working capital balances:		
Other receivable	(2,604)	(949)
Accounts payable and accrued liabilities	48,783	12,089
Cash used in operating activities	(74,163)	(22,771)
INVESTING ACTIVITY		
Mineral property tax credit	–	27,883
Cash used in investing activity	–	27,883
FINANCING ACTIVITIES		
Shares issued for cash	–	–
Cash used in by financing activity	–	–
CHANGE IN CASH DURING THE PERIOD	(74,163)	5,112
CASH, BEGINNING OF PERIOD	100,655	95,600
CASH, END OF PERIOD	\$ 26,492	\$ 100,712
SUPPLEMENTAL DISCLOSURES		
Interest paid	\$ –	\$ –
Income taxes paid	\$ –	\$ –
Shares issued for and evaluation and exploration costs	\$ –	\$ –

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The accompanying notes are an integral part of these condensed interim financial statements

## 1. NATURE OF OPERATIONS

AMV Capital Corporation (the “Company”) was incorporated on May 1, 2018 under the Business Corporation Act in the province of British Columbia. On December 12, 2019, the Company was listed on TSX Venture Exchange under the symbol AMV. The address of the Company’s corporate office and its principal place of business is 200-551 Howe Street, Vancouver, British Columbia, Canada

The Company’s principal business activities include the acquisition and exploration of mineral property assets. As at October 31, 2022, the Company holds an interest in an early stage mineral exploration property and the Company had not yet determined whether the Company’s mineral property asset contains a deposit of minerals that is economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

The Company had deficit of \$600,461 as at October 31, 2022, which has been funded by the issuance of equity. The Company’s ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These financial statements do not give affect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

The Company has entered into an arm’s-length asset purchase agreement dated October 24, 2022, with 101159623 Saskatchewan Ltd., a private corporation controlled by Dawn Zhou (SaskCo), pursuant to which the Company will acquire a 100 per-cent right, title and interest in and to the mineral claims that comprise the Key Lake South uranium project, located in the southeastern Athabasca basin region in Saskatchewan, for and in consideration of 25,639,288 common shares of the Company, representing 66.7% of the issued and outstanding shares of the Company post-closing and pre-financing (the Transaction). The Transaction is to constitute a “reverse takeover” pursuant to the policies of the TSX Venture Exchange (the Exchange) and is subject to receipt of Exchange acceptance.

A British Columbia company wholly owned by Dawn Zhou (FinCo) is to complete non-brokered private placement (the Offering) of 1,880,138 subscription receipts at a price of \$0.45 per subscription receipt to raise \$846,062, with each subscription receipt to be automatically exchanged, for no additional consideration and without any further action, upon satisfaction of certain escrow release conditions, and upon completion of a three-cornered amalgamation of FinCo and a subsidiary of the Company, into one unit of the Company (a FinCo Unit), with each FinCo Unit to comprise one common share and one-half of a share purchase warrant of the Company (each whole warrant, an FinCo Warrant), subject to adjustment. Each FinCo Warrant will entitle the holder to acquire one common share of the Company at a price of \$0.60 per share for a period of two years. The gross proceeds of the Offering, less any finder’s fee paid, will be deposited and held in escrow and released to the Company upon the satisfaction of certain conditions including, but not limited to:

1. Receipt of conditional approval of the Exchange to the Transaction;
2. Board and shareholder approval of the Transaction, as applicable;
3. No material breach or default by SaskCo;
4. Completion of a flow-through private placement to raise no less than \$2.5 million; and
5. All conditions precedent to the completion of the Transaction being satisfied.

1. NATURE OF OPERATIONS (continued)

The Company is to arrange a non-brokered flow-through private placement by issuing 5,697,800 flow-through units (FT Unit) for gross proceeds of \$2,898,900 at a price of \$0.50 per FT Unit, with each FT Unit to comprise one common share issued on a flow-through basis and one-half of a non-flow-through warrant. The flow-through private placement would close immediately following the closing of the Transaction.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The financial statements are prepared in accordance with IAS 34 Interim Financial Reporting ("IAS34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They do not include all financial information required for full annual financial statements and should be read in conjunction with the Audited Financial Statements of the Company for the year ended April 30, 2022.

The financial statements are prepared in accordance with accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretation of the International Financial Reporting Interpretation Committee ("IFRIC").

The financial statements were authorized for issue by the Board of Directors on December 19, 2022.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

There have been no material revisions to the nature of judgments and estimates of amounts reported in the Company's April 30, 2022 annual financial statements.

4. ADOPTION OF NEW ACCOUNTING STANDARDS, INTERPRETATIONS AND AMENDMENTS

The Company has performed an assessment of new standards issued by the IASB that are not yet effective. The Company has assessed that the impact of adopting these accounting standards on its financial statements would not be significant.

5. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	Exploration Costs	Total
	\$	\$	\$
Balance, April 30, 2021	30,000	216,148	246,148
Mining tax credit	–	(27,883)	(27,883)
Balance, April 30, 2022 and October 31, 2022	30,000	188,265	218,265

**Sage Property**

Pursuant to an option agreement dated November 30, 2017 and amended February 28, 2019, the Company has earned a 100% interest in the 3 mineral claims known as the Sage Property located in British Columbia, Canada. The Company earned its interest by paying \$30,000.

6. SHARE CAPITAL

a) Authorized: Unlimited number of common shares without par value.

b) Escrow shares:

As at October 31, 2022, there were 980,250 common shares were held in escrow.

c) Issued and outstanding as at October 31, 2022: 12,819,644 common shares.

During the year ended April 30, 2022 the Company had the following share capital transactions:

On December 10, 2021 the Company issued 319,643 shares pursuant to the exercise of agent warrants related to its IPO which was completed on December 10, 2019 for a net of \$31,964.

During the period ended October 31, 2022 the Company had no share capital transaction.

6. SHARE CAPITAL (continued)

d) Stock options

On June 5, 2019 the Company adopted a Stock Option Plan (the "Plan") for directors, officers and employees, consultants of the Company. The Company may grant options to individuals, options are exercisable over periods of up to five years, as determined by the Board of Directors of the Company, to buy shares of the Company at the fair market value on the date the option is granted. The Plan is fixed and reserves a maximum of 2,400,000 common shares which may be issuable under the Plan. The Plan cannot exceed 10% of the total number of issued and outstanding shares on a non-diluted basis.

On June 5, 2019 the Company granted 850,000 stock options to certain directors and officers of the Company at an exercise price of \$0.10 for a period of five years from the date of listing of the Company's shares. The remaining expected life as at October 31, 2022 is 2.75 years.

A continuity of the options outstanding as at October 31, 2022 is as follows:

	Number	Weighted average exercise price \$
Balance, April 30, 2021	850,000	0.10
Issued	-	-
Balance, April 30, 2022 and October 31, 2022	850,000	0.10

At October 31, 2022, the following share options were outstanding and exercisable:

Number of share options	Exercise price per share \$	Expiry Date \$
850,000	0.10	June 9, 2024

See subsequent event note 10.

**AMV CAPITAL CORPORATION**  
**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTH PERIOD ENDED OCTOBER 31, 2022 AND 2021**  
(Expressed in Canadian Dollars)

UNAUDITED

7. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The following amounts are due to related parties and have been included in accounts payable and accrued liabilities:

	<b>October 31, 2022</b>	<b>April 30, 2022</b>
	\$	\$
Accounts payable and accrued liabilities	50,304	5,250

The amounts are due to a law firm in which a director is a partner and to a company controlled by the Chief Financial Officer of the Company for professional fees. The amounts are non-interest bearing, unsecured and are due upon demand.

The Company had the following related party transactions for the six month period ended:

	<b>Period ended October 31, 2022</b>	<b>Period ended October 31, 2021</b>
	\$	\$
Professional fees - accounting services	12,700	10,000
Professional fees – legal services	82,415	3,751

Key management includes directors and key officers of the Company, including the President, CEO and Chief Financial Officer. Management fees were provided by a company owned or controlled by the CEO.

8. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at October 31, 2022 are as follows:

	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	\$	\$	\$	\$
Cash	26,492	-	-	26,492

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at October 31, 2022 because of the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

10 SUBSEQUENT EVENT

Subsequent to October 31, 2022, 170,000 stock options expired unexercised.